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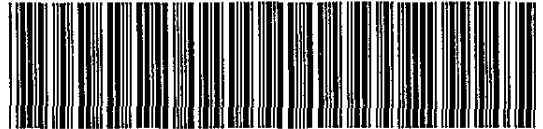
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DIVISION
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ARTICLES OF INCORPORATION
OF
SOUNDWAVE INTERNATIONAL PROMOTIONS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Law of the State of Florida, do hereby certify:

ARTICLE I NAME

The name of the corporation shall be:

SOUNDWAVE INTERNATIONAL PROMOTIONS, INC.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is:
1140 NE 163rd Street, Suite 5
North Miami Beach, Fl 33162

This location is also the location of the Registered Agent.

ARTICLE III

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

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DIVISION

D. Other purposes for which this corporation is organized are as follows:

1. To establish a perpetual help for the homeless; provide food through a food-bank; assist with procuring shelter; donate clothes; provide a source for mental health counselling.
2. Work with other nonprofit organizations which are advocates for the prevention of abuse to children. Provide workshops for parents that will teach them numerous ways to protect and care for their children.
3. To provide assistance for those affected by natural disasters. Collect and distribute clothes, food, and financial support to those affected.
4. To promote good community relationship between diverse groups of people.
5. To provide physical assistance to the physically-challenged. Purchase and distribute motored aids for inside as well as out doors.
6. To act as advocate with or without other nonprofit organizations to make sure companies provide access to buildings.
7. To work with any organization that seeks to make life better for the poor, the sick, the handicapped, as well as children and young adults.

ARTICLE IV

The name(s) and addresses of the incorporators-subscribers hereto are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Beverley Lyn-Quee	1140 NE 163rd Street Suite 5 North Miami Beach, Fl 33162

ARTICLE V

The officers whose names below shall manage, conduct, and operate business of the corporation. This corporation thereafter will be managed, conducted and operated by the Directors and Officers who shall be elected annually or according to the by-laws of the Corporation. The first board of directors shall be no less than three in number. The names and addresses of the first Board of directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Beverley Lyn-Quee	1140 NE 163rd Street Suite 5 North Miami Beach, Fl 33162	Treasurer
Ray Robles	1140 NE 163rd Street Suite 5 North Miami Beach, Fl 33162	President
Sheryl Lyn-Quee	1140 NE 163rd Street Suite 5 North Miami Beach, Fl 33162	Secretary

The Board of Directors shall at no time consist of less than three persons.

ARTICLE VI

The by-laws of this Corporation shall be amended or recinded only by a majority vote of the board of directors.

ARTICLE VII

The qualifications of members and the manner of their admission will be in accordance with the by-laws of the Corporation.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the board of directors.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or their private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or
- (b) by a corporation, contributions to which are deductible under Section 140 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code

ARTICLE X

This Corporation shall have the following powers:

- 1) Have succession by its corporate name for perpetuity.
- 2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- 3) Adopt and use a common corporate seal and alter the same, provided "Corporation Not For Profit" be contained therein.
- 4) Elect such officers and agents as its affairs shall require, and to allow them reasonable compensation.
- 5) Adopt, change, amend and repeal By-Laws, consistent with law and these Article to administer corporate affairs and exercise corporate powers.
- 6) Increase, or decrease by a vote of its members, as set forth in Article V thereof, the number of directors in no event less than three persons.

- 7) Make contracts, incur liabilities, borrow money at such rates of interest as the directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge any or all of its property, franchises or income.
- 8) Conduct its affairs, carry on its operations and have officers and exercise the powers granted by this Article in any state, territory, district or possession of the United States or any foreign country.
- 9) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wheresoever situate.
- 10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses, and other rights or interests therein or thereunder.
- 11) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- 12) Purchase take, receive, subscribe for otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in with shares and other interest or in obligations of other domestic or foreign corporation, whether for profit or not, associations, and partnerships or individuals, or direct or indirect of the United States, or of any other government, state, territory, governmental, district, municipality, or any instrumentality thereof.
- 13) Lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.
- 14) Make donations for the public welfare or for religions, charitable, scientific, educational or other similar persons.
- 15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized.
- 16) Merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation for profit.

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared:

Beverly Lyn-Quee

[] who produced

as Identification

[X] to me well known

to be the persons who executed the foregoing articles of incorporation and acknowledge before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of August, 2004.

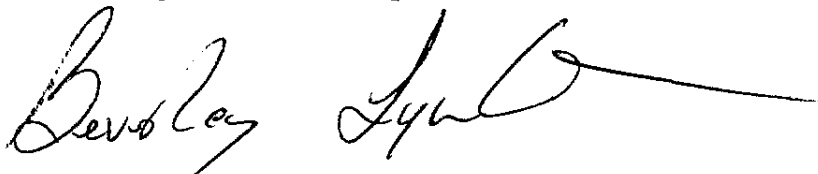

(Notary Public)

My Commission expires: 3/30/2007

SECRETARY OF STATE
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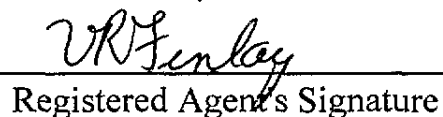
IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature of Incorporator

A handwritten signature in black ink, appearing to read "Devon L. Lynn", written over a horizontal line.

ACCEPTED BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325 Florida Statutes.

A handwritten signature in black ink, appearing to read "VRF Finlay", written over a horizontal line.
Registered Agent's Signature

Vincent R. Finlay
Registered Agent's Name Typed or Printed

Whose address is: 1140 NE 163rd Street
Suite 5
North Miami Beach, FL 33162